

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Castle Resources Inc. ("Castle" or the "Company")
 20 Victoria Street, Suite 800
 Toronto, ON M5C 2N8

Item 2. Date of Material Change

July 16, 2012

Item 3. News Release

Press release issued by the Company on July 16, 2012 via a Canadian news wire service, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

The Company announced the first set of drill core assay results from the 2012 campaign at the Granduc Copper Project.

Item 5. Full Description of Material Change

Castle announced its first set of drill core assay results from the ongoing surface exploration program at the Granduc Copper Project located near Stewart, British Columbia.

"These impressive results once again underscore just how important the Granduc South Zone has become," stated Mr. Mike Sylvestre, President & CEO of Castle Resources. "Our goal in the South Zone is to significantly grow resource tonnes as part of our overall strategy of expanding the inferred resource footprint at the Granduc."

Granduc Drilling Results - 2012 Surface Program

Complete Assays for Holes GD12-01, GD12-02, GD12-03 & GD12-06

Note: all widths are downhole thickness

Hole	Start (m)	End (m)	Width (m)	% Cu	Au (g/t)	Ag (g/t)	%Fe
GD12-01	262	279.8	17.8	1.28	0.12	5.77	19.76
	<i>inc</i> 271.62	277	5.38	1.83	0.2	8.8	36.09
	and 289.5	315	25.5	1.81	0.23	7.13	13.99
	<i>inc</i> 295.49	311	15.51	2.13	0.29	9.07	16.07
and 397	421.46	24.46	1.40	0.17	10.21	10.2	
GD12-02	550.5	558	7.5	1.97	0.20	23.61	9.36
GD12-03	508	529	21	1.47	0.14	2.08	18.11
	<i>inc</i> 515.5	523	7.5	1.94	0.18	2.09	15.86
GD12-06	68.84	77.24	8.4	2.56	0.27	23.91	28.64

Castle has now completed over 12 holes of its expansion drilling program and aims to complete the surface program at the Granduc by September. There are currently 4 drills turning at site with a strategy of a) completing the drilling on the South Zone begun in 2011, an area of robust mineralization that has extended the strike of the current resource by over 600 meters to the south of the historic Granduc orebody, and b) defining the potential copper mineralization of the North Zone identified by SRK Consulting as 'exploration potential' (see SEDAR technical report dated April 9, 2012).

Brad Leonard, P. Geo., Castle's Exploration Manager, is the Qualified Person responsible for the scientific and technical work (as defined under National Instrument 43-101) discussed in the press release issued July 16, 2012, and has reviewed the press release. Castle implemented a QA/QC protocol for all its exploration and diamond drilling program on the Granduc.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Senior Officer

The following senior officer of the Company is knowledgeable about the material change and the Material Change Report, and may be contacted by the Commission as follows:

Michel G. Sylvestre, President and CEO
Telephone: 416-366-4100
Facsimile: 416-366-4101
Internet: www.castleresources.com

Item 9. Date of Report

July 31, 2012